

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION



OMB Number:

3235-0076

Expires:

May 31, 2005

Estimated average burden



Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Yuma Palms 1031, L.L.C.	
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 5	06 Section 4(6) ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	,
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Yuma Palms 1031, L.L.C.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
2901 Butterfield Road, Oak Brook, Illinois 60523	(630) 218-4916
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	Ø5000
	1 NUCECCE
Brief Description of Business	
The acquisition and sale of real property held by a Delaware statutory trust.	E MAR 2 9 2007 ✓ Other (please specify): (Final All Control of the Control of
Type of Business Organization	7/10
☐ corporation ☐ limited partnership, already formed	other (please specify):
business trust limited partnership, to be formed	other (please specify): (TANCIA)
Month Year	
Actual or Estimated Date of Incorporation or Organization: 0 4 0 6	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation fo	— · · · · · · · · · · · · · · · · · · ·
CN for Canada: FN for other foreign jurisdiction)	DE
GENERAL INSTRUCTIONS	
Federal:	

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ing:			 •
 Each promoter of the is 	suer, if the issuer ha	s been organized within the	past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the
 Each executive officer 	and director of corp	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
 Each general and mana 	ging partner of parti	nership issuers.			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				<u> </u>
Inland Real Estate E	xchange Corpor	ation			
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)		-	
2901 Butterfield Roa	ad, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:	☑ Promoter	Beneficial Owner	Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Yuma Palms Exchar	ige, L.L.C.				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Inland Continental P	roperty Manage	ment Corporation			
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·			
Gujral, Brenda G.					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, 1	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Goodwin, Daniel L.	•				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Parks, Robert D. •					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Illinois 60523			

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Yuma Palms Exchange, L.L.C., the sole member of Yuma Palms 1031, L.L.C.

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ing:			
Each promoter of the is	suer, if the issuer ha	s been organized within the	past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
 Each executive officer 	and director of corp	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
 Each general and mana 	ging partner of part	nership issuers.			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Matlin, Roberta S. ◆					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
DelRosso, Patricia A	i. •				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)	•		
2901 Butterfield Roa	ad, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)	•		· · · · · · · · · · · · · · · · · · ·	
Wang, Cathy Z.					
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook,	Illinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			

[♦] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Yuma Palms Exchange, L.L.C., the sole member of Yuma Palms 1031, L.L.C.

-	B. INFORMATION ABOUT OFFERING											
		•									Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ering?			\boxtimes
			Α	inswer also	in Append	lix, Colum	ın 2, if filin	g under UI	LOE.			
2. Wha	it is the min	imum inve	estment tha	t will be a	ccepted fro	m any indi	vidual?				\$	1,239,101*
											Yes	No
3. Does	s the offerir	ng permit j	oint owner	ship of a si	ingle unit?.		•••••					
any of the of SEC are a only		n or similar a person to h a state or persons of s	r remunera o be listed i states, list such a brok	tion for sold is an assoc the name ter or deale	licitation of iated perso of the brok	purchaser n or agent er or deale	s in connect of a broker r. If more t	ction with s or dealer r han five (5	sales of sec registered v) persons to	urities in with the o be listed		
	me (Last naith, Rober		f individua	l)								
	ss or Reside		ss (Numbe	r and Stree	et, City, Sta	ite, Zip Co	de)					- · · · ·
)5 S.W. N		<u> </u>	0, Beave	rton, OR 9	7008						
	of Associate ookstreet Se		or Dealer									
	n Which Pe		d Has Solid	ited or Int	ends to Sol	icit Purcha	isers					
(Check "All States" or check individual States)									🔲 \Lambda	II States		
[AL] [IL] [MT]	[AK] [IN] [NE]	[AZ] [IA] [NV]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [O͡͡द्र] [WY]	(ID] [MO] [PA] [PR]
[RI]	[SC]	[SD]			ניטן	[[VA]		[W V]	[WI]	[14 1]	(FK)
	me (Last na n, Stephen		i individua	1)								
Busines	ss or Reside	ence Addre				te, Zip Co	de)					
	30 Civic D			t Creek, C	CA 94596							
	of Associate C Securities		or Dealer									
States in	n Which Pe	erson Liste										
										•••••		
[AL]	[AK]	[AZ]	[AR]	[<u>CA</u>] [KY]	[CO]	[CT]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[IL] [MT]	[IN] (NE]	[IA] [NV]	[KS] [NH]	[NJ]	[LA] [NM]	[ME] [NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last noore, Davie		f individua	1)					.			
	ss or Reside 3 Overlool						de)					
	of Associate											
	C Securities			nited or Int	ends to Sal	jojt Durch	ncore			<u> </u>		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)								🗀 A	Il States			
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
(MT) [RI]	[NE] [SC]	[NV] [SD]	[NH] [<mark>[N</mark>]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORM/	ATION AB	OUT OFFE	RING		·····		
1 11	Al				!! 4		4 :	in Alain a Offi			Yes	No ⊠
t. Has	ine issuer s	oia, or aoc			in Append				_	•••••••••••••••••••••••••••••••••••••••	🗆	
2 Wha	t is the mir	imum inve						_			\$	1,239,101*
Z. Wila	it is the iiii	iiiiuiii iiive	Suncia ma	t will be a	ceepica no	in any mar	viduai:					
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.						Yes . 🏻	No
any o the o SEC	r the information the information of the informatio	n or simila a person to h a state or	r remunera o be listed states, list	ion for sol is an assoc the name	licitation of iated perso of the brok	f purchaser n or agent er or deale	s in connect of a broker r. If more t	ction with s or dealer r han five (5	sales of sec registered v) persons to	urities in vith the o be listed		
	me (Last na ith, Charle	-	f individua	1)		_						
	s or Reside					ıte, Zip Co	de)					<u> </u>
Name o	of Associate Global Cap	ed Broker o	r Dealer	**************************************	00204							
States in	n Which Pe	erson Liste	d Has Solie									·····
•	eck "All St										_	Ill States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	{FL} [MI} [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
	me (Last n	· —			[01]	[]	[,,,,]	[]	1 " * 1	[]	1,4, 1,1	
Ko	sanke, Ma	rk & Gre	g Merritt									
	ss or Resido 20 E. Long					-	de)					
Name o	of Associate fessional A	ed Broker o	or Dealer		1411 40002	<u> </u>					_	
	n Which Pe				ends to Sol	icit Purcha	asers		·. <u>·</u>			
(Ch		ates" or ch	eck individ	lual States))							
{AL] [IL}	[AK] [IN]	(AZ) [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) (<u>M</u>]]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n use Accou		f individua	1)								
	ss or Reside		•		-	ite, Zip Co	de)					
	of Associate											
	and Securit	<u>-</u>		sited on Int	anda ta Cal	init Dunche		· · · ·				· · · · · · · · · · · · · · · · · · ·
	n Which Pe eck "All St										🗖 A	All States
[AL] [ÎL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING				
1. Has t	the issuer s	old, or doe					l investors n 2, if filin				Yes	No
2. Wha	t is the min	imum inve	stment tha	t will be ac	ecepted from	m any indi	vidual?			******************	\$	1,239,101*
3. Does	s the offerir	ng permit j	oint owners	ship of a si	ngle unit?.				•••••		Yes . ⊠	No □
any o the o SEC	r the inforn commission offering. If and/or with ssociated p	n or simila a person to h a state or	remunerate be listed in states, list	ion for sol s an associ the name o	icitation of iated person of the broke	`purchaser n or agent e er or deale	s in connec of a broker r. If more th	ction with s or dealer r han five (5	ales of sec egistered v) persons to	urities in vith the o be listed		
	me (Last na eeney, Ke	•										
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree			de)					
Name o	f Associate Global Cap	d Broker o	-	Janvine, v	CK 94300			_				
	n Which Pe										🗆 A	II States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[<u>CA</u>] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [W1]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
	me (Last na ifano, Phi		f individua	1)								
Busines	s or Reside	ence Addre			et, City, Sta	ite, Zip Co	đe)					
Name o	of Associate	ed Broker o	r Dealer									
States is	n Which Pe eck "All St	erson Liste ates" or ch	d Has Solic	cited or Int	ends to Sol	icit Purcha	isers				🗌 A	Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	(MS) [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]
	me (Last n pak, Steph		f individua	l)								
	ss or Reside					-	de)					
	of Associate G Financial											
	n Which Pe eck "All St										🗆 A	II States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [<u>NG]</u> [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

	·			В.	INFORMA	ATION AB	OUT OFFE	RING					
				-							Yes	No	
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?		. 🔲	\boxtimes	
			Α	nswer also	in Append	dix, Colum	n 2, if filin	g under Ul	LOE.				
2. Wha	t is the mir	imum invo	estment tha	t will be a	cepted fro	m any indi	vidual?				. \$	1,239,101*	
					•	-					-		
3. Does	s the offeri	ne nermit i	oint owner	shin of a si	ngle unit?						Yes . ⊠	No □	
		-											
any o the o SEC	r the inform commission offering. If and/or with associated p	n or simila a person to h a state oi	r remunerar b be listed i states, list	tion for sol is an assoc the name (icitation of iated perso of the brok	f purchaser n or agent er or deale	s in connect of a broker r. If more t	ction with s or dealer than five (5	sales of sec registered v) persons to	urities in with the belisted			
	me (Last n	ama first i	f individua	1)		=					··		
	ine (Last ii 1g, Greg	ame mst, i	i marvidua	1)									
	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ıte, Zip Co	de)					•	
	341 Newp			Santa An	a, CA 927	705		. <u>-</u>					
	f Associate												
	sco/Private			itad or Int	ands to Sal	ioit Duraha	CO#C			•			
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[lA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[ОН]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	me (Last n ittenburg,			1)									
	s or Reside		•		* '		de)				-		
	f Associate			,	,								
Lin	coln Finan	cial Adviso	ors										
States in (Che	n Which Pe eck "All St	erson Liste ates" or ch	d Has Solic eck individ	cited or Intellual States)	ends to Sol	icit Purcha	sers				🗀 A	II States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[N]]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]		[VT]	[VA]	[WA]	[WV]	[WI] 	[WY]	[PR]	
	me (Last n her, Peter	ame first, i	findividua	l) 									
	ss or Reside 11 Butterf		•			ate, Zip Co	de)						
	f Associate												
	estacorp, I												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									🗌 A	all States			
[AL]	[AK]	[AZ]	[AR]	$[\overline{CA}]$	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

^{*} A smaller amount may be accepted by the company, in its sole discretion.

				B.	INFORM.	ATION AB	OUT OFFE	RING					
1. Has	the issuer s	old, or doe					d investors in 2, if filin		-		Yes	No ⊠	
2. Wha	t is the mir	ilmum inv	estment tha	at will be a	ccepted fro	m any ind	ividual?		•••••		. \$	1,239,101*	
3. Does	s the offerin	ng permit j	oint owner	ship of a s	ingle unit?					••••••	Yes . ⊠	No	
any o the o SEC	commissio offering. If and/or wit ssociated p	n or simila a person t h a state o	r remunera o be listed r states, list	tion for so is an assoc the name	licitation o iated perso of the brok	f purchase on or agent er or deale	I be paid or rs in connector of a broken or. If more the he informa	ction with : r or dealer : than five (5	sales of sec registered v) persons t	urities in with the o be listed			
	me (Last na romaitis, l		f individua	al)							<u> </u>		
Business or Residence Address (Number and Street, City, State, Zip Code) 765 Ela Rd. Ste. 300, Lake Zurich, IL 60047													
Name o	f Associate	d Broker	or Dealer		,							_	
H&R Block Financial Advisors States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											All States		
[AL] [<u>II]</u> [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Na		ame first, i	f individua						[,, ,]				
Busines	s or Reside	nce Addre	ess (Numbe		et, City, Sta	ate, Zip Co	de)			-			
Name o	f Associate	d Broker o	or Dealer	03712								_	
States in		rson Liste	d Has Solid					<u> </u>					
[AL] [IL]	[AK] [IN]	[<u>AZ</u>] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	me (Last na ney, B. Ty		f individua	ıl)									
			ess (Numbe er, CO 80		et, City, Sta	ate, Zip Co	de)			•			
Name o	f Associate	d Broker o	or Dealer										
Multi-Financial Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									. Па	II States			
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	<u> </u>	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	UI	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
* A smaller amount may be accepted by the company, in its sole discretion.													

1. Has the issuer aold, or does the issuer intend to sell, to non-accredited investors in this officing?	•	B. INFORMATION ABOUT OFFERING												
2. What is the minimum investment that will be accepted from any individual?	1. Has t	the issuer s	old, or doe							_				
Ves No No No No No No No N						• •			-			•		
3. Does the offering permit joint ownership of a single unit?	2. Wha	t is the min	ıımum ınve	estment tha	t will be ac	ccepted fro	m any indi	vidual?	**************	***************************************	••••••	· 2	1,239,101*	
any commission or similar remuneration for solicitation of purchasers in connection with sales of Securities in the offering. If a person to be brised is an associated persons or agent of a broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Pull Name (Last name first, if individual) Hull, Mark E. Business or Residence Address (Number and Street, City, State, Zip Code) 23:29 West Main St., Ste. 106, Littleton, CO 80120 Name of Associated Broker or Dealer INF Financial Partners, Inc. States in Which Person, Listed Has Solicited or Intends to Solicit Purchasers (Check *All States* or check individual States)	3. Does	the offerin	ng permit j	oint owner	ship of a si	ngle unit?.		•••••						
Hull, Mark E.	any o the o SEC are a	commission ffering. If and/or wit ssociated p	n or similar a person to h a state or	r remunerate be listed it states, list	tion for sol is an assoc the name (icitation of lated perso of the brok	purchaser n or agent er or deale	s in connect of a broker r. If more t	ction with s or dealer r han five (5	ales of sec egistered v) persons to	urities in with the o be listed			
Business or Residence Address (Number and Street, City, State, Zip Code) 2329 West Main St., Ste. 106, Littleton, CO 80120	Hull, Mark E.													
Name of Associated Broker or Dealer NPF Financial Partners, Inc.	Business or Residence Address (Number and Street, City, State, Zip Code)													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		Name of Associated Broker or Dealer												
(Check "All States" or check individual States)	INF	INF Financial Partners, Inc.												
IL												All States		
Full Name (Last name first, if individual) Brunhaver, Brian H.	[IL]	[1]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
Brunhaver, Brian H.	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[Wi]	[WY]	[PR]	
Name of Associated Broker or Dealer Linsco / Private Ledger Corp.				f individua	1)									
Name of Associated Broker or Dealer Linsco / Private Ledger Corp.							ite, Zip Co	de)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Name o	f Associate	d Broker o	or Dealer	.,	-								
[AL] {AK [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WV] [WV] [WY] [PR] Full Name (Last name first, if individual) Lamkin, Mark T. Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				•	ited or Int	ends to Sol	icit Purcha	asers					<u> </u>	
[IIL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PA] Full Name (Last name first, if individual) Lamkin, Mark T. Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	-				·			••••••					•	
MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WV WV PR Full Name (Last name first, if individual) Lamkin, Mark T. Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
Full Name (Last name first, if individual) Lamkin, Mark T. Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	= =													
Lamkin, Mark T. Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	$[\overline{WA}]$	[WV]	{WI}	[WY]	[PR]	
Business or Residence Address (Number and Street, City, State, Zip Code) 4310 Outer Loop, Louisville, KY 40219 Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		•		f individua	l)									
Name of Associated Broker or Dealer Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busines	s or Reside	ence Addre	•		et, City, Sta	ıte, Zip Co	de)						
Linsco / Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)					Y 40219									
(Check "All States" or check individual States)														
	_													
$ \begin{array}{cccccccccccccccccccccccccccccccccccc$														
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	[IL]	[IN]	[IA]		$[\overline{KY}]$		[ME]	[MD]	[MA]		[MN]	[MS]	[MO]	
											[wi]	נרגון		

				B.	INFORMA	ATION AB	OUT OFFE	RING					
1. Has	the issuer s	sold, or doe					d investors nn 2, if filin		_		Yes	No	
2. Wha	nt is the mir	nimum inve	estment tha	it will be a	ccepted fro	m any indi	ividual?		•••••		. <u>\$</u>	1,239,101*	
3. Does	s the offeri	ng permit j	oint owner	ship of a s	ingle unit?		*******************	••••••	••••••		Yes . ⊠	No	
any o the o SEC	commission offering. If and/or with associated p	n or simila a person to h a state or	r remunera o be listed r states, list	tion for so is an assoc the name	licitation of iated perso of the brok	f purchase n or agent er or deale	l be paid or rs in connect of a broker rr. If more t the informa	ction with s or dealer i han five (5	sales of sec registered v) persons t	urities in vith the o be listed			
	me (Last n		f individua	l)									
	renow, Ko												
	ss or Reside					•	de)						
	5 Town & of Associate	<u>-</u> -		ie 330, Oi	range, CA	92000							
	on Associate own Capital												
				oited or Int	ends to Sol	ligit Durch	104200						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
[AL] [AK] [AZ] [AR] (\overline{CA}) [CO] [CT] [DE] [DC] [FL] [GA]											[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[0H]	[OK]	[OR]	[PA]	
[R1]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last n	ame first, i	f individua	l)									
Busines	ss or Reside	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ate, Zip Co	de)						
Name o	of Associate	ed Broker o	or Dealer										
	n Which Pe											11 C+-+	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
	me (Last n												
Busines	ss or Reside	ence Addre	ess (Numbe	er and Stree	et, City, Sta	ıte, Zip Co	de)						
Name o	of Associate	ed Broker o	or Dealer										
									,				
	n Which Pe eck "All St										🛮 A	Il States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	{MI}	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[N1]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
* A sms	aller amoui	nt may be a	ocented by	the comp	any in ite e	ola discret	ion						

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Offering Price Type of Security Sold -0--n-Debt -0-Equity ☐ Common Preferred Convertible Securities (including warrants). -0--0--0-\$ 39,514,849.99 \$ 39,514,849.99 Total..... \$ 42,129,450 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases \$ 39,514,849.99 Accredited Investors..... Non-accredited Investors Total (for filings under Rule 504 only) \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A..... Rule 504 Total ------4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. \boxtimes Transfer Agent's Fees. Printing and Engraving Costs \boxtimes -0-

Engineering Fees

Sales Commission (specify finders' fees separately).....

Other Expenses (identify) Marketing.....

Total

\$ 185,000

-0-

-0-

3,175,400

\$ 2,563,200

\$ 427,200

\$

⊠ \$

 \boxtimes

 \boxtimes

☒

	•			
	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES A	AND USE OF PROCEEDS	
b.	and total expenses furnished in response	ate offering price given in response to Part to Part C – Question 4.a. This difference is	the "adjusted	\$ 38,954,050
5.	each of the purposes shown. If the amou	d proceeds to the issuer used or proposed to not for any purpose is not known, furnish an The total of the payments listed must equal esponse to Part C – Question 4.b above.	estimate and	
			Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🗆 <u>s</u>	□ <u>s</u>
	Purchase of real estate		<u>\$</u>	\$ 34,212,100
	Purchase, rental or leasing and instal	lation of machinery and equipment	🗖 <u>\$</u>	
	Construction or leasing of plant buil-	dings and facilities	<u>s</u>	□ <u>s</u>
	offering that may be used in exchang	uding the value of securities involved in the	ier	<u> </u>
				□ \$
	Working capital		s	□ \$
	Other (specify): Real Estate Acquis	sition Fees	\$ 736,950	\$ 4,005,000
			🛛 \$ 736,950	\$ 38,217,100
	Total Payments Listed (column total	s added)	🛛 <u>s</u>	38,954,050
		D. FEDERAL SIGNATURE		
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized pg by the issuer to furnish to the U.S. Securiby the issuer to any non-accredited investo	ties and Exchange Commiss	ion, upon written
lssu	uer (Print or Type)	Signature	Date	
Yu	ma Palms 1031, L.L.C.	W	3/20	67
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Cat	hy Z. Wang	Senior Vice President, Inland Real Estate Yuma Palms Exchange, L.L.C., the sole		

----ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
See Appendix Column 5 for state response		

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date				
Yuma Palms 1031, L.L.C.	W	3/20/07				
Name (Print or Type)	Title (Print or Type)					
Cathy Z. Wang		Scnior Vice President, Inland Real Estate Exchange Corporation, the sole member of Yuma Palms Exchange, L.L.C., the sole member of Yuma Palms 1031, L.L.C.				

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

State	Intend to non-ac	to sell corredited s in State ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2) Number of Number of Accredited Non-Accredited Investors Amount Investors Amount			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) Yes No		
AL									
AK									
AZ		Ø	Individual fractional interests in real estate \$42,129,450	2	\$2,843,473.01	-0-	-0-		Ø
AR									
CA		Ø	Individual fractional interests in real estate \$42,129,450	7	\$ 7,646,582.54	-0-	-0-		Ø
СО		×	Individual fractional interests in real estate \$42,129,450	1	\$ 750,000	-0-	-0-		×
СТ									
DE									
DC									
FL									
GA									
HI									
ID									
1L		⊠	Individual fractional interests in real estate \$42,129,450	5	\$11,046,897.42	-0-	-()-		×
IN									
ΙA									
KS									
KY		⊠	Individual fractional interests in real estate \$42,129,450	1	\$1,745,232.80	-0-	-()-		⊠
LA									
ME									
MD									

APPENDIX

1	2	2	3			4		. :	5
	to non-ac	to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MA									
MI		Ø	Individual fractional interests in real estate \$42,129,450	1	\$ 930,656.12	-0-	-0-		×
MN									
MS									
МО									
МТ									
NE									
NV		×	Individual fractional interests in real estate \$42,129,450	1	\$2,206,718.58	-0-	-()-		
NH					j				
NJ									
NM									
NY									
NC		Ø	Individual fractional interests in real estate \$42,129,450	2	\$ 1,254,540	-0-	-0-		⊠
ND									
ОН									
ок									
OR		⊠	Individual fractional interests in real estate \$42,129,450	1	\$750,000	-0-	-0-		⊠
PA									
RI									
SC									
SD									

APPENDIX 2 3 Disqualification Type of security under State ULOE (if yes, attach Intend to sell and aggregate to non-accredited offering price Type of investor and explanation of investors in State offered in state amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Non-Accredited Accredited Yes No Yes No State Investors Amount Investors Amount \boxtimes 5 -0--0- \boxtimes TN Individual \$4,629,101 fractional interests in real estate --\$42,129,450 TX \boxtimes \boxtimes UT Individual 3 \$2,894,341.64 -0--0fractional interests in real estate --\$42,129,450

\$2,817,306.88

-0-

VT

VA

WA

WV

WI

WY

PR

X

Individual fractional interests in real estate --\$42,129,450



-0-

 \boxtimes

_ _